

**BALL JANIK LLP**

A T T O R N E Y S

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June 25, 2002

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Partial Termination of Security Agreement, a secondary document, dated as of June 25, 2002. The primary document to which this is connected is recorded under Recordation No. 20312. We request that this document be recorded under Recordation No. 20312-EE.

The name and address of the party to the Partial Termination of Security Agreement is:

Secured Party:

JP Morgan Chase Bank f/k/a The Chase Manhattan Bank  
270 Park Avenue  
New York, NY 10017

A description of the equipment covered by the Partial Termination of Security Agreement consists of the Equipment identified in Recordation Nos. 20312, 20312-C, 20312-D, 20312-F, 20312-H, 20312-J, 20312-L, and 20312-S.

~~RECORDED~~ 20312-EE FILED

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~~RECORDED~~ SURFACE TRANSPORTATION BOARD

BALL JANIK LLP

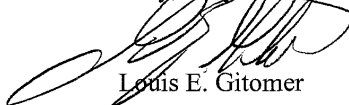
Honorable Vernon A. Williams  
June 25, 2002  
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A fee of \$30.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Partial Termination of Security Agreement by JP Morgan Chase Bank f/k/a The Chase Manhattan Bank, 270 Park Avenue, New York, NY 10017 covering the Equipment identified in Recordation Nos. 20312, 20312-C, 20312-D, 20312-F, 20312-H, 20312-J, 20312-L, and 20312-S.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUN 25 '02

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## PARTIAL TERMINATION OF SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

Reference herein is made to: (1) the Memorandum of Amended and Restated Assignment and Security Agreement (Chattel Mortgage), dated as of October 19, 2001 between SOUTHERN CAPITAL CORPORATION, LLC, a Colorado limited liability company (the "Grantor"), and JPMORGAN CHASE BANK f/k/a THE CHASE MANHATTAN BANK, a New York banking corporation, as Collateral Agent for the Secured Parties (together with its successors and assigns, the "Collateral Agent"), recorded at the Surface Transportation Board (the "STB") on October 19, 2001 under Recordation No. 20312-S (the "Security Agreement"); (2) the Memorandum of Security Agreement and Assignment of Leases dated as of October 21, 1996, recorded at the STB on October 18, 1996 under Recordation No. 20312, as amended by Amendment No. 1 thereto dated as of November 11, 1996, recorded at the STB on November 13, 1996 under Recordation No. 20312-C; (3) Memorandum of Lien dated as of October 21, 1996, recorded at the STB on January 29, 1997 under Recordation No. 20312-D; (4) Memorandum of Security Agreement and Assignment of Leases dated as of August 27, 1998, recorded at the STB on September 14, 1998 under Recordation No. 20312-F; (5) Memorandum of Security Agreement and Assignment of Leases dated as of November 30, 1999, recorded at the STB on December 1, 1999 under Recordation No. 20312-H; (6) Memorandum of Security Agreement and Assignment of Leases dated as of January 1, 1999, recorded at the STB on December 22, 1999 under Recordation No. 20312-J; and (7) Memorandum of Security Agreement and Assignment of Leases dated as of March 1, 1999, recorded at the STB on December 22, 1999 under Recordation No. 20312-L, (all referred to as the "Operative Documents").

The Collateral Agent hereby terminates and releases the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of all of the property secured by the Operative Documents, except as provided in the next sentence. The Collateral Agent hereby does not terminate and release but continues in effect the assignment, pledge, hypothecation, charge, mortgage, delivery, and transfer of all of the property secured by the Memorandum of Security Agreement and Assignment of Leases dated as of April 1, 1999 by Grantor, which was recorded at the STB on January 6, 2000 under Recordation No. 20312-N for 425 chassis numbered KCSZ 101000-101424, inclusive, and the Memorandum of Security Agreement and Assignment of Leases dated as of April 1, 1999 by Grantor, which was recorded at the STB on January 6, 2000 under Recordation No. 20312-P for 500 containers numbered EMPU 780000-780399, inclusive, and 730000-730099, inclusive, as amended and restated by the Security Agreement.

Dated as of: June \_\_, 2002

JPMORGAN CHASE BANK f/k/a  
THE CHASE MANHATTAN BANK,

As Collateral Agent  
By: *M. S. Ray*  
Title: *VICE PRESIDENT*

State of New York                    )  
  ) ss.  
County of New York                )

On this 20<sup>th</sup> day of June 2002, before me, Elsa V. Griffith the undersigned Notary Public,  
personally appeared Julie S. Long personally known to me to be the person  
who executed the within instrument as Vice President on behalf of the  
corporation therein named, and acknowledged to me that the corporation executed it.

Elsa V. Griffith  
Notary Public for \_\_\_\_\_

My Commission expires \_\_\_\_\_

ELSA V. GRIFFITH  
Notary Public, State of New York  
No. 01GR4838119  
Qualified in Kings County  
Commission Expires March 30, 2003